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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, INC., et al.,

Debtors.

)
) **Chapter 11**
)
) **Case No. 05-44481 (RDD)**
)
) **(Jointly Administered)**
)
)

**NOTICE OF WITHDRAWAL OF MOTION AND MEMORANDUM OF LAW OF
SOUTHERN CALIFORNIA EDISON COMPANY TO: (A) VACATE, AND/OR
RECONSIDER, AND/OR MODIFY, FINAL ORDER UNDER 11 U.S.C. §§ 105, 366, 503,
AND 507 (I) PROHIBITING UTILITIES FROM ALTERING, REFUSING, OR
DISCONTINUING SERVICES ON ACCOUNT OF PREPETITION INVOICES AND (II)
ESTABLISHING PROCEDURES FOR DETERMINING REQUESTS FOR
ADDITIONAL ASSURANCE; AND (B) SEEK
ADEQUATE ASSURANCE OF FUTURE PAYMENT [DOCKET NO. 1861]**

Southern California Edison Company ("SCE"), by counsel, hereby withdraws its *Motion*
and Memorandum of Law of Southern California Edison Company To: (A) Vacate, and/or
Reconsider, and/or Modify, Final Order Under 11 U.S.C. §§ 105, 366, 503 and 507 (I)
Prohibiting Utilities From Altering, Refusing, or Discontinuing Services on Account of

Prepetition Invoices and (II) Establishing Procedures For Determining Requests For Additional Assurance; and (B) Seek Adequate Assurance of Future Payment (the “Motion to Vacate”)

(Docket No. 1861), which it filed in the above-captioned bankruptcy case on January 20, 2006, as the Debtors and SCE have reached a written settlement with respect to all issues set forth in the Motion to Vacate.

Dated: February 7, 2006
Uniondale, New York

ROSEN SLOME MARDER LLP

By: /s/ Jil Mazer-Marino
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